

PROXY FORM



UAC OF NIGERIA PLC

Annual General Meeting of UAC of Nigeria PLC (the "Company") to be held on Wednesday, June 30th, 2021 at 12th Floor, UAC House, 1-5 Odunlami Street, Lagos at 10:00am

Attendance at the meeting shall be by proxy. Shareholders are required to appoint a proxy of their choice from the list of proxies below:

Name of Proxy

- Mr. Daniel Agbor
- Mr. Folasope Aiyesimoju
- Mrs. Babafunke Ijaiya-Oladipo
- Mr. Matthew Akinlade

Mr. Daniel Agbor, Chairman of the Meeting, or one of the designated proxies, will act as default proxy for shareholders who send in executed proxy forms but do not appoint a proxy. Your proxy will attend the Meeting and vote on your behalf. Save for the election of Statutory Audit Committee members, voting at the Meeting will be by poll

I/We (name in block letters)

Being member(s)/a shareholder of UAC of Nigeria PLC, hereby appoint
(in block letters)

_____ Or failing him/her, (in block letters)

_____ Or failing him/her, (in block letters)

_____ Or failing him/her, (in block letters)

_____ As my/our proxy to act and vote for me/us and on my/our behalf at the Annual General Meeting of UAC of Nigeria PLC (the "Meeting") to be held at 10:00am on Wednesday, June 30th, 2021, and at any adjournment thereof.

Dated this _____ of _____ 2021

Shareholder's Signature _____

NOTES

- Please sign this Proxy Form and return it, physically to the Registrar, Africa Prudential PLC, 220B, Ikorodu Road, Palmgrove, Lagos, Nigeria; or via email, to cxc@aficaprudential.com not later than 48 hours before the time appointed for the Meeting and ensure that the Proxy Form is dated and signed. If executed by a corporate body, this Proxy Form should be executed by its authorised representative(s)
- In the case of joint shareholders, any of them may complete this form, but the names of all joint shareholders must be stated
- It is a requirement of the law under the Stamp Duties Act that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must be clearly stamped in accordance with the Stamp Duties Act. The Company has made arrangements at its expense, for the stamping of the duly completed and signed Proxy Forms submitted to the Company's Registrars within the stipulated time
- The Meeting will be streamed live online to enable shareholders and other stakeholders who will not attend the Meeting physically to follow the proceedings. The link for live streaming of the Meeting will be made available on the Company's website at www.uacnplc.com

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS AND IS TO BE USED AT THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, JUNE 30th, 2021

Please indicate your vote by placing an 'X' in the appropriate space, how you wish your votes to be cast on the resolutions set out below.

ORDINARY BUSINESS		FOR	AGAINST	ABSTAIN
1.	To declare an Ordinary Dividend of 65 kobo per ordinary share; and a Special Dividend of 55 kobo per ordinary share			
2.1	To re-elect Mr. Daniel Agbor as a Director of the Company			
2.2	To re-elect Mr. Bolaji Odunsi as a Director of the Company			
3.	To appoint KPMG Professional Services as the External Auditors of the Company			
4.	To authorise the Board of Directors to fix the remuneration of the External Auditors of the Company at ₦24,725,000 (exl. VAT)			
5.	To elect as members of the Statutory Audit Committee, those voted for by the simple majority of shareholders voting at the Meeting			
SPECIAL BUSINESS		FOR	AGAINST	ABSTAIN
1.	To approve ₦106,580,296.33 (One Hundred and Six Million, Five Hundred and Eighty Thousand, Two Hundred and Ninety Six Naira, Thirty Three Kobo) as the remuneration of the Non-Executive Directors of the Company			
2.	To renew the shareholders' general mandate to the Board of Directors with respect to recurrent transactions with related parties			
3.	To consider and if thought fit, approve the following sub-jointed resolutions as a special resolution of the Company: a) Subject to all requisite regulatory approvals, that the Company hereby approves the Long-Term Incentive Plan (the "LTIP") described in the Notice of the AGM and that the Directors be and are hereby authorised to take all such steps and to do all such things as are required to give effect to the establishment of the LTIP, including but not limited to the establishment of an Employee Share Option Scheme (the "VCP") as the component of the LTIP, subject to a maximum size of 10% of the issued share capital of the Company b) That the VCP shall be administered by the Board, and the Board may, in its discretion, do so through the appointment of a trustee on such terms and conditions as may be approved by the Board c) That in order to give effect to the VCP the Board may authorise (i) the issue of any existing unissued shares in the capital of the Company (ii) the issue of new shares or (iii) the purchase by the Company of its own shares on the floor of the Nigerian Stock Exchange, whether solely or in such combination as the Board may determine d) That any shares purchased by the Company on the floor of the Nigerian Stock Exchange shall not at any time exceed a maximum of 10% of the issued share capital of the Company e) That with respect to the issuance of any new shares in connection with the VCP, any and all pre-emptive rights of the shareholders of the Company including such pre-emptive rights conferred by law or pursuant to Article 52 of the Company's Articles of Association be and are hereby waived f) The authorisations granted to the Board of the Company with respect to the VCP shall remain valid and effective unless amended by the shareholders in general meeting, for as long as the LTIP and the VCP remain in operation by the Company.			
4.	To consider and if thought fit, approve the following resolution as a special resolution of the Company: "That the Articles of Association of the Company be and are hereby amended by the insertion of the following new article as Article 14: 'Acquisition by the Company of its own shares: Subject to compliance with all applicable laws and regulations, the Company may purchase any of its fully paid shares.'"			